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REDACTED - FOR PUBLIC INSPECTION

July 7, 2016

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

VIA ECFS

Re: XO Holdings Initial Response to Information and Document Request
dated June 22, 2016; WC Docket No. 16-70

Dear Ms. Dortch:

The enclosed letter and index respond, in part, to the Information and Document Request issued by the Federal Communications Commission ("FCC" or "Commission") on June 22, 2016 to XO Holdings ("XO") and Verizon Communications Inc. in connection with the Commission's investigation of the proposed acquisition of XO Communications, LLC by Verizon Communications Inc.

In accordance with the Protective Order (DA 15-567) in this proceeding, this filing consists of a redacted copy of XO's submission to the Commission.

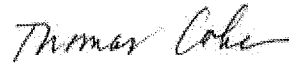
Copies of the Highly Confidential version of the filing, including accompanying documents, are being submitted to the Secretary's Office and Commission staff via hand delivery under separate cover.

REDACTED FOR PUBLIC INSPECTION

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Should you have any questions, please contact the undersigned.

Sincerely,

A handwritten signature in cursive script that reads "Thomas Cohen".

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July 7, 2016

**CONFIDENTIAL AND HIGHLY CONFIDENTIAL INFORMATION –
SUBJECT TO PROTECTIVE ORDER IN WC DOCKET NO. 16-70
BEFORE THE FEDERAL COMMUNICATIONS COMMISSION**

VIA HAND DELIVERY

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street S.W.
Washington, D.C. 20554

Re: XO Holdings Initial Response to Information and Document Request dated June 22, 2016; WC Docket No. 16-70

Dear Ms. Dortch:

This letter, the enclosed documents labeled XO-FCC00000001 through XO-FCC00000811, and the enclosed index respond, in part, to the Information and Document Request issued by the Federal Communications Commission (“FCC” or “Commission”) on June 22, 2016 to XO Holdings (“XO”) and Verizon Communications Inc. in connection with the Commission’s investigation of the proposed acquisition of XO Communications, LLC by Verizon Communications Inc. (hereafter, the “Request”).

Specifically, this Response, made solely on behalf of XO, includes responses to Requests 1, 3, 4, 5, 6, 7, 11, 13, 15, and 22. The Response is XO’s initial submission of documents and information in response to the Request, and additional documents and information will be provided on a rolling basis. XO will submit signed certificates of compliance upon completion of its response.

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SPECIFIC RESPONSES TO REQUESTS

GENERAL

REQUEST NO. 1:

List each Relevant Service provided by each Applicant, and for each:

- a. Provide a description of the service;*
- b. State the division, Subsidiary, or Affiliate of the company that provides the service; and*
- c. Describe how each Applicant defines the area in which it provides the service (e.g., metropolitan statistical area, county).*

XO RESPONSE: XO is producing concurrently a spreadsheet labeled XO-FCC00000654 that contains information responsive to this request as it relates to XO.

REQUEST NO. 2:

For each Relevant Service listed in response to information request 1 above, for each year from 2014 to the present, and for each service area, state:

- a. Each Applicant's sales to all customers in the aggregate, separately for (i) enterprise customers and (ii) carrier customers;*
- b. The name, address, telephone number, and contact Person for each Applicant's 20 largest customers by total revenues; and*
- c. The name and address of each of the Applicants' competitors.*

XO RESPONSE: Pursuant to its discussions with the FCC on July 6, 2016, XO will provide its response to this request in a supplemental response.

REQUEST NO. 3:

Provide one unredacted copy of each Hart-Scott-Rodino 4(c) document.

XO RESPONSE: XO is producing concurrently copies of its Hart-Scott-Rodino 4(c) and/or (d) documents, which are labeled XO-FCC00000001 through FCC00000400.

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REQUEST NO. 4:

Submit all documents relating to allegations by any Person that any Applicant that provides any Relevant Service is not behaving in a competitive manner, including, but not limited to, customer and competitor complaints, threatened, pending, or completed lawsuits, and federal and state investigations.

XO RESPONSE: XO does not maintain any documents that would be responsive to Request 4 as XO has not received any such allegations.

REQUEST NO. 5:

For each Specified Service, submit (a) one copy of all current selling aids and promotional materials, and (b) all documents discussing advertising plans and strategies.

XO RESPONSE: XO is producing documents responsive to this request, labeled XO-FCC00000407 through XO-FCC00000408, XO-FCC00000432 through XO-FCC00000653, and XO-FCC00000754 through XO-FCC00000811, concurrently.

REQUEST NO. 6:

Submit all documents discussing each Applicant's plans relating to any Specified Service, including, but not limited to, business plans; short-term and long-range strategies and objectives; budgets and financial projections; expansion or retrenchment plans; research and development efforts; plans to reduce costs, improve services, introduce new services, or otherwise become more competitive; and presentations to management committees, executive committees, and boards of directors. For regularly prepared budgets and financial projections, each Applicant need only submit one copy of final year-end documents and cumulative year-to-date documents for the current year.

XO RESPONSE: XO is producing its 2016-2018 Long Range Presentation as well as two slide decks dated November 15, 2015 and January 12, 2016 that are responsive to this request. These documents are labeled XO-FCC00000665 through XO-FCC00000711, XO-FCC00000051 through XO-FCC00000097, and XO-FCC00000713 through XO-FCC00000753. Please note that the slide deck dated November 15, 2015 is preliminary and not a final model. XO believes that these documents encompass the

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information requested in this Request; however, if the Commission has follow up questions following XO's production of these documents, please let us know.

REQUEST NO. 7:

Submit all documents relating to competition in the provision of each Specified Service, including, but not limited to, market studies, forecasts and surveys, and all other documents relating to:

- a. The sales, market share, or competitive position of the Applicant or any of its competitors;*
- b. The relative strength or weakness of companies providing each Specified Service;*
- c. Supply and demand conditions;*
- d. Sales negotiations and attempts by the Applicant to respond to competition;*
- e. The Applicant's analysis of, or response to, actual or potential competition or entry in each Relevant Service; and*
- f. Any actual or potential effect on the supply, demand, cost, or price of any Specified Service as a result of competition from any other possible substitute service.*

XO RESPONSE: In response to Request 7(a) and (b), XO is producing a presentation entitled LRP Process: Product Analysis, which is labeled XO-FCC00000409 through XO-FCC00000431. In addition, the documents produced in response to Request 6 are responsive to Request 7, and certain documents produced in response to Request 5 are responsive to Request 7.

XO does not track the information requested in 7(c), (d), or (f), and therefore does not have additional documents to produce in response to these Requests.

XO is continuing to investigate Request 7(e) and will supplement its response to the extent it locates documents responsive to this Request.

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REQUEST NO. 8:

Submit all documents created or received by the company that relate to each Applicant's transaction prices, price lists, pricing plans, pricing policies, pricing forecasts, pricing strategies, pricing analyses, and pricing decisions relating to any Specified Service.

XO RESPONSE: Pursuant to its discussions with the FCC on July 6, 2016, XO will provide its response to this request in a supplemental response.

REQUEST NO. 9:

To the extent not otherwise being provided, provide all documents created by or for the Applicants (either internally or by outside advisors) for the purpose of analyzing the effects of this Transaction with respect to: competition, diversity, consumer welfare, technology, cost savings, efficiencies, synergies, benefits, and profitability.

XO RESPONSE: Pursuant to its discussions with the FCC on July 6, 2016, XO will provide its response to this request in a supplemental response.

REQUEST NO. 10:

For each Applicant, provide a list of all Internet Interconnection Agreements, formal or informal, the Applicant has entered into with any Person located at an Internet exchange point (including CDNs, Edge Providers, Internet Access Service providers and Internet Backbone Services providers) that are currently in effect or entered into since Jan. 1, 2014. For each Person on the list, identify and describe in an Excel spreadsheet the following information: the effective dates of the agreement; Capacity; whether the Interconnection Agreement is Peering, Transit Service, or other (explain other); whether the traffic must be localized; the traffic ratio requirement, if any; the minimum required points of interconnection, if any; the financial terms associated with each Interconnection Agreement; and, for the most recent month for which such data is available, utilization, measured using the industry standard 95th percentile method, or the total capacity sold, if sold on a capacity basis.

XO RESPONSE: Pursuant to its discussions with the FCC on July 6, 2016, XO will provide its response to this request in a supplemental response.

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REQUEST NO. 11:

Describe each Applicant's Internet backbone in the United States, including identifying each market and IP Point of Presence where each Applicant offers service, the Internet Backbone Services offered, and the terms of each service.

XO RESPONSE: XO is producing concurrently a spreadsheet labeled XO-FCC00000406 that contains information responsive to this request as it relates to XO.

REQUEST NO. 12:

For each Applicant's 25 largest Transit Service customers by traffic volume, provide in an Excel spreadsheet, for each quarter since January 1, 2014:

- a. The Interconnection Partner;*
- b. Usage, measured using the industry standard 95th percentile method, or the amount of capacity if sold on a capacity (port) basis;*
- c. The price charged for the Internet Transit Service; and*
- d. The Quarterly revenues earned for each Transit Service separately charged to the Transit Service customers.*

For each Transit Service customer that is invoiced for a combination of services, report in separate columns the revenues earned for each service (e.g., Transit Service, Paid Peering) and provide an explanation for how the total invoiced amount is allocated across the services.

XO RESPONSE: Pursuant to its discussions with the FCC on July 6, 2016, XO will provide its response to this request in a supplemental response.

REQUEST NO. 13:

Describe, and provide and identify supporting documents showing each Applicant's position, rank, and competitive strategy in the Internet Backbone Services market and how each Applicant compares to other Internet Backbone Services providers, including a description of which entities each Applicant is most competitive with and the most significant market risks facing each Applicant.

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XO RESPONSE: [BEGIN CONFIDENTIAL] [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED] [END
CONFIDENTIAL]

XO's IP backbone network (Autonomous System/AS 2828) was ranked globally, during second quarter of 2016, among the top 13 IP networks from two well-known and regarded IP network performance research organizations, Dyn/Renesys and the Center for Applied Internet Data Analysis (CAIDA). These rankings are based on the overall reach and connectivity of over 50,000 IP networks globally through slightly different algorithms from these organizations, largely using the following BPG routing criteria: customers, peers, and IP originating/terminating addresses and prefixes.

Dyn (previously Renesys) ranked XO 13th in its most recent annual Baker's Dozen 2015 global report in April 2016: XO dropped from 12th in its 2014 report (attached). A copy of the 2016 report is being produced concurrently as XO-FCC00000401 through XO-FCC00000405.

CAIDA ranked XO (AS 2828) 9th overall globally in its most recent June 2016 analysis and in July 2015 (as-rank.caida.org/<<http://as-rank.caida.org/>>). XO has been ranked among tier 1 (top level) IP networks by these organizations for at least four years.

The Dyn and CAIDA reports also show the rankings of XO's competitors.

REQUEST NO. 14:

Describe, and identify and produce all documents discussing how the acquisition of XO fits within and benefits the Verizon Internet Backbone Services business strategy and how XO's Internet Backbone Services business will be merged into Verizon's service offering.

XO RESPONSE: As this Request is directed to Verizon, XO will not be providing a response to this Request.

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REQUEST NO. 15:

Describe the extent to which XO and Verizon utilize fixed wireless technologies in connection with the provision of BDS, including the extent to which it is used in each county in which XO and Verizon provide BDS.

XO RESPONSE: Over its fixed wireless facilities, XO offers numerous services and functionalities. In markets where XO has fiber facilities, it offers Broadband Data Services (BDS) and will employ its wireless facilities to meet customer requirements where it does not have its own wireline facilities, where it cannot obtain facilities from incumbents or other competitive providers on a reasonable basis, or where customers may need redundant pathways. As such, as XO has stated in filings with the Commission, XO's fixed wireless facilities complement its wireline BDS offerings and should not be considered a sufficient substitute for wireline BDS. In markets where XO does not have fiber facilities, it will employ its wireless facilities typically to provide wholesale wireless loops or a lit (primarily non-BDS) transmission service. XO also will lease its spectrum to other providers where appropriate.

[BEGIN CONFIDENTIAL] [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED] **[END CONFIDENTIAL]**

In addition, certain documents produced in response to Request 5 are responsive to this Request.

REQUEST NO. 16:

What additional products and services will Verizon be able to offer existing XO customers because of the transaction that are currently not offered by XO? What products and services will Verizon cease offering existing XO customers? Explain in each case whether the cessation would occur because of the Transaction, or on a materially accelerated timetable because of the Transaction, or if XO would have similarly ceased the service or product offering even in the absence of the Transaction.

XO RESPONSE: As this Request is directed to Verizon, XO will not be providing a response to this Request.

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REQUEST NO. 17:

Provide (a) a list of census blocks within Verizon's ILEC footprint; (b) a list of census blocks within Verizon's non-ILEC footprint; and (c) a list of census blocks into which Verizon's footprint will expand through the acquisition of XO's fiber assets. Indicate where any expansion reverses coverage loss Verizon experienced due to transactions or divestitures that occurred in the last three years.

XO RESPONSE: As this Request is directed to Verizon, XO will not be providing a response to this Request.

REQUEST NO. 18:

In the Supplement at page 2, Applicants state that 691 XO Communications on-net buildings are located within Verizon's incumbent LEC footprint, and that 537 of these buildings "are on-net buildings for at least one other CLEC or cable company." In their Opposition at page 7, Applicants state that of the 691 buildings located within Verizon's incumbent LEC footprint, 690 buildings "are served by at least one other CLEC or cable company in addition to XO Communications." Please explain whether there are 537 buildings within Verizon's incumbent LEC footprint that are served by at least one CLEC or cable company other than XO Communications, or if there are 690 buildings within Verizon's incumbent LEC footprint that are served by at least one CLEC or cable company other than XO Communications, and explain the discrepancy between the two statements (if there is one).

XO RESPONSE: As this Request is directed to Verizon, XO will not be providing a response to this Request.

REQUEST NO. 19:

Describe Verizon's post-closing plans concerning XO's services provided via Ethernet over Copper ("EoC"). In addition:

- a. Provide all documents in Verizon's or XO's possession that discuss XO's EoC-based service, including strategic plans, deployment plans, pricing, and competitive environment.*
- b. Does Verizon plan to continue providing EoC-based service to existing purchasers everywhere it is currently available from XO?*

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- c. Will Verizon honor existing XO contracts or purchase arrangements for EoC service?*
- d. Submit all documents discussing any planned, potential, or actual XO migration of its non-facilities-based connections to its own facilities (whether over XO's facilities or an indefeasible right of use).*
- e. Describe the extent to which EoC is a competitive alternative to BDS provided over fiber and any other business broadband services provided by Verizon over fiber.*

XO RESPONSE: As this Request is directed to Verizon, XO will not be providing a response to this Request.

REQUEST NO. 20:

Describe Verizon's CLEC activities within its ILEC footprint and outside of its ILEC footprint. In addition:

- a. Provide a list of each state in which Verizon continues to operate a CLEC Subsidiary or Affiliate and for each Subsidiary or Affiliate explain whether and how the activities of each Subsidiary or Affiliate will change after the completion of the transaction with XO.*
- b. Describe, and provide documents sufficient to show, the extent to which the acquisition of XO will affect Verizon's wholesale operations, offered services, and service terms for operations within and outside of its ILEC footprint.*
- c. Explain whether Verizon, in selling its ILEC assets in Florida, Texas and California, has leased back such facilities from Frontier in order to continue serving its customers, and whether such connections are included in the applicants' analyses regarding building overlap between Verizon and XO.*

XO RESPONSE: As this Request is directed to Verizon, XO will not be providing a response to this Request.

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REQUEST NO. 21:

Within Verizon's ILEC footprint, will Verizon apply its current policy regarding special construction charges to assets acquired from XO? Describe in detail that policy, including the factors that Verizon weighs in determining when to charge, and how much to charge, for special construction charges when deploying fiber or other facilities in order to provide wholesale special access services to Competitive Providers requesting such services.

XO RESPONSE: As this Request is directed to Verizon, XO will not be providing a response to this Request.

REQUEST NO. 22:

Describe the process (if any such process exists) by which XO currently provides number porting services to other entities, including interconnected VoIP providers and competitive wireless carriers. In addition:

- a. Provide a list of entities in each market for whom XO provides access to numbering resources; and*
- b. Will the proposed transaction reduce the availability of XO as a provider of access to numbering resources for other entities or increase the price of such services? If so, to what extent?*

XO RESPONSE: Pursuant to a conversation between Lisa Youngers of XO and the FCC on June 28, 2016, XO is producing a list of XO's customers to whom XO provides over 1,000 telephone numbers. XO does not have a way to pull the markets for each of these customers at this time. In addition, XO is producing a document setting forth its number portability rules. Documents responsive to this Request are labeled XO-FCC00000665 through FCC00000665 and XO-FCC00000712.

REQUEST NO. 23:

Provide:

- a. Documents sufficient to show the potential for cost savings, efficiencies, synergies, or benefits resulting from the Transaction. In addition:*
 - i. Describe the steps Verizon will take to achieve these cost savings, efficiencies, synergies or benefits; the costs Verizon will incur to*

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achieve them; the risks involved in achieving them; the underlying assumptions on how to achieve them; and the time required to achieve them, including whether they are primarily short-term or long-term.

- ii. *Explain whether these cost savings, efficiencies, synergies or benefits will represent savings in fixed costs or marginal costs, and describe the assumptions underlying your response to this information request.*
 - A. *Provide an estimate of the annual cost savings, efficiencies, synergies, benefits, and risks attributable to the Transaction for each of the first five years after closing, and an explanation of whether they will have a onetime or recurring effect;*
 - B. *Provide a detailed explanation of the underlying assumptions and the methodology used to estimate the annual cost savings, efficiencies, synergies, cost savings, benefits, and risks attributable to the Transaction within the first five years after closing;*
 - C. *Describe and explain in detail and provide documents sufficient to show Verizon's plans to pass through any cost savings from the Transaction to consumers and the extent to which Verizon has passed through past cost savings to consumers; and*
 - D. *Provide documents sufficient to show the details, and calculations supporting Applicants' claim that the synergies of the Transaction will result in total expense savings greater than \$1.5 billion on a net present value basis.*
 - E. *For each cost saving, efficiency, synergy, or benefit that you identify, please describe, explain, and produce and identify documents sufficient to show: (A) each alternative to the Transaction that Verizon considered to achieve any of the claimed cost savings, efficiencies, synergies, or benefits; (B) how these cost savings,*

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efficiencies, synergies, or benefits are directly related to the Transaction, and (C) why these cost savings, efficiencies, synergies, or benefits could not be achieved by Verizon without the Transaction.

- b. For each new or improved product or service that Verizon claims it will be able to offer as a result of the Transaction, describe and explain in detail and produce all documents sufficient to show the amount that Verizon will need to invest and spend to provide the new or improved product or service and identifying each element of the cost and expenditure, including but not limited to, research, development, licensing fees, equipment, and manufacturing costs.*
- c. An explanation of what metrics or thresholds Verizon will use to determine whether actual cost savings, efficiencies, synergies, or benefits are consistent with its model, as well as what Verizon's plans are to address deviations from its model.*
- d. A copy of all documents, data, spreadsheets, models, and underlying assumptions prepared expressly for Verizon (whether prepared internally or by outside advisors) that were used to prepare any response to this information request.*

XO RESPONSE: As this Request is directed to Verizon, XO will not be providing a response to this Request.

REQUEST NO. 24:

Provide a detailed explanation of and copies of documents sufficient to support (including but not limited to any analyses of or assumptions and/or data supporting) the following Verizon claims:

- a. By gaining access to XO's fiber-based IP and Ethernet networks, the Transaction will "allow Verizon to expand and improve the services Verizon Enterprise Solutions ("VES") provides to enterprise and wholesale customers, particularly in areas outside of Verizon's remaining ILEC footprint."*
- b. The Transaction will improve Verizon's ability to serve multi-location enterprise customers and "more effectively compete with leading national*

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and regional high-capacity service providers—especially cable companies, but also traditional incumbent and competitive telephone companies, wireless providers, and other non-traditional players, particularly in central business districts.”

- i. Describe in detail and provide documents sufficient to show which multi-location businesses Verizon will be able to provide business services to that it would have been unable to serve prior to the Transaction. In your description, please provide detailed information about the scale or characteristics of these potential customers, by geographic unit (such as DMA or MSA) or by each individual business, such as: revenues, proportion of the market, and how revenues that could be earned from the potential customers compare to Verizon’s total business services revenues.*
- ii. Describe in detail and provide documents sufficient to show how many of XO’s 20,000 fiber route miles of national inter-city networks, and 5,600 fiber route miles of metro fiber, are located within Verizon’s ILEC footprint, and how much are in each of XO’s Top 20 Fiber Areas identified in Exhibit 2 to the Applicants’ Supplement.*
- iii. Describe in detail, provide documents sufficient to show, and identify, in each of XO’s top 20 fiber areas, the amount of fiber currently leased by Verizon and the amount of fiber to be acquired from XO. Explain how owned fiber improves service to multi-location enterprise customers as compared to leased fiber.*
- c. “[T]he transaction will benefit wireless consumers by enhancing network capacity and reliability, as Verizon will acquire more fiber for backhaul to serve and fuel its increasingly dense wireless broadband network. This fiber backhaul will support the speedy development and deployment of 5G technology.”*
- d. “In addition, Verizon will be able to offer existing XO Communications customers additional products and services not currently available through XO.”*

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- e. *Verizon assertion that it will continue to provide service and comply with XO's "contractual and regulatory obligations to its customers, so that the transaction will be seamless to those customers."*
- f. *"Verizon has the economy of scale to invest in and support" the fiber networks being purchased from XO, including "through achieving synergies as part of this transaction."*

XO RESPONSE: As this Request is directed to Verizon, XO will not be providing a response to this Request.

REQUEST NO. 25:

Provide all documents cited in the Applicants' Public Interest Statement in support of the Transaction's claimed benefits, as well as any data or competitive analyses relied upon in preparing that document, grouped by benefit.

XO RESPONSE: As this Request is directed to Verizon, XO will not be providing a response to this Request.

BDS DATA COLLECTION

REQUEST NO. 26:

Separately for each Applicant, answer the following questions in the Data Collection (inclusive, where applicable, of all lettered sub-questions that fall within the numbered question specified), in each case where applicable substituting "as of May 31, 2016" for "during 2013" and, where no date is specified, providing information as of May 31, 2016:

- *II.A.3*
- *II.A.4, except that (a) notwithstanding the text of II.A.4(c), the geocode for the Location (i.e., latitude and longitude) must be provided in each case; and (b) Applicants need not respond to question II.A.4(d).*

XO RESPONSE: Pursuant to its discussions with the FCC on July 6, 2016, XO will provide its response to this request in a supplemental response.

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REQUEST NO. 27:

Provide the information requested below for each Location to which Verizon had a Connection as of May 31, 2016, where all of the following are true: (a) Verizon was a Competitive Provider; and (b) the Location in question was within 1,000 meters or fewer of another Location to which XO had a Connection as of May 31, 2016:

- a. As to Verizon:*
 - i. A unique ID for the Location;*
 - ii. The actual situs address for the Location (i.e., land where the building or cell site is located);*
 - iii. The geocode for the Location (i.e., latitude and longitude); and*
 - iv. The total sold bandwidth of the Connection provided by you to the Location in Mbps.*
- b. As to each Location to which XO had a Connection that was within 1,000 meters or fewer of the Location identified in response to sub-question a above:*
 - i. A unique ID for the Location;*
 - ii. The actual situs address for the Location (i.e., land where the building or cell site is located);*
 - iii. The geocode for the Location (i.e., latitude and longitude) if kept in the normal course of business, otherwise providing this information is optional; and*
 - iv. The total sold bandwidth of the Connection provided by you to the Location in Mbps.*

For purposes of this question 27, each reference to a Connection encompasses only a Connection where all of the following are true: (a) any of the Connection to the Location was provided using fiber; and (b) the Provider (i) owned the Connection or (ii) leased the Connection from another entity under an IRU

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agreement. The phrase “within 1,000 meters or fewer” encompasses a Connection to the same Location.

XO RESPONSE: Pursuant to its discussions with the FCC on July 6, 2016, XO will provide its response to this request in a supplemental response.

REQUEST NO. 28:

Provide the information requested below for each Location to which XO had a Connection as of May 31, 2016, where all of the following are true: (a) any of the Connection to the Location was provided using fiber; (b) XO either (i) owned the Connection or (ii) leased the Connection from another entity under an IRU agreement; and (c) the Location is within Verizon’s ILEC footprint.

- a. A unique ID for the Location;*
- b. The actual situs address for the Location (i.e., land where the building or cell site is located);*
- c. The geocode for the Location (i.e., latitude and longitude); and*
- d. The total sold bandwidth of the Connection provided by you to the Location in Mbps.*

XO RESPONSE: Pursuant to its discussions with the FCC on July 6, 2016, XO will provide its response to this request in a supplemental response.

REQUEST NO. 29:

For each Location identified in response to either (or more than one of or all of) questions 27.a, 27.b, or 28 above, provide the following information as of May 31, 2016:

- a. The number of distinct Providers (excluding Verizon, XO, or any Affiliates of either) that had a Connection, within 1,000 meters or fewer of such Location;*
- b. The name of each such Provider;*
- c. The distance of such Provider’s Connection from the nearest XO or Verizon Connection; and*

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d. The unique ID of such nearest XO or Verizon Connection, if provided in response to one or more of questions 27-28 above.

For purposes of this question, each reference to a Connection encompasses only a Connection where all of the following are true: (a) any of the Connection to the Location was provided using fiber; and (b) the Provider (i) owned the Connection or (ii) leased the Connection from another entity under an IRU agreement.

XO RESPONSE: Pursuant to its discussions with the FCC on July 6, 2016, XO will provide its response to this request in a supplemental response.

REQUEST NO. 30:

If an Applicant's method of answering any of the requests in this sub-section B differs from its method of answering analogous questions in response to the Data Collection, describe those differences in methodology and the reasons for such differences.

XO RESPONSE: Pursuant to its discussions with the FCC on July 6, 2016, XO will provide its response to this request in a supplemental response.

Please do not hesitate to contact me if you have any questions regarding XO's Response.

Sincerely,



Thomas W. Cohen

Enclosures
cc: Michael Ray and Zachary Ross (via e-mail)

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Begin Bates	End Bates	Request/s	Ori File Name	Custodian
XO-FCC00000001	XO-FCC00000009	3	4D--03.pdf	General Custodians
XO-FCC00000010	XO-FCC00000050	3	1.1.1 Project Vector 11-16-15 vfl.1.pdf	General Custodians
XO-FCC00000051	XO-FCC00000097	3, 6, 7	1.1.2 Vector CMO Deck - 1-12-16.pdf	General Custodians
XO-FCC00000098	XO-FCC00000211	3	1.1.3 XO Bus Ops, Network and IT Presentation.1.13.16.pdf	General Custodians
XO-FCC00000212	XO-FCC00000336	3	1.1.4 XO Bus Ops, Network, and IT Presentation 1 13 16 (Update).pdf	General Custodians
XO-FCC00000337	XO-FCC00000337	3	7.7.1 CoS Potential Synergies 2-17-16.xlsx	General Custodians
XO-FCC00000338	XO-FCC00000400	3	Project Speed CIM Draft 12-13-2015.pdf	General Custodians
XO-FCC00000401	XO-FCC00000405	13	Dyn Bakers Dozen-2015.pdf	Patrick Walsh
XO-FCC00000406	XO-FCC00000406	11	Product_GOV_Request_QuestionEleven_July2016.xlsx	Eric Points
XO-FCC00000407	XO-FCC00000407	5	MPLS IP-VPN NxT1 Service Caveats.pptx	Steve Marinetto
XO-FCC00000408	XO-FCC00000408	5	XO_SM Content-and-Product-Marketing-Assets.xlsx	Steve Marinetto
XO-FCC00000409	XO-FCC00000431	7	Product_Gov_Request_Question 7_July16.pptx	Peter Taft
XO-FCC00000432	XO-FCC00000438	5, 15	Wireless backup Customer Presentation.ppt	Steve Marinetto
XO-FCC00000439	XO-FCC00000439	5, 15	Wireless backup Service Overview.pdf	Steve Marinetto
XO-FCC00000440	XO-FCC00000440	5	National InDirect Site Survey 04172012.xlsx	Steve Marinetto
XO-FCC00000441	XO-FCC00000441	5, 15	Wireless Backup elevator pitch.docx	Steve Marinetto
XO-FCC00000442	XO-FCC00000442	5	XO Coverage Analysis Request Form for WSC 3-30-16a.xls	Steve Marinetto
XO-FCC00000443	XO-FCC00000447	5	Amazon Web Services Program and FAQ.pptx	Steve Marinetto
XO-FCC00000448	XO-FCC00000466	5	XO Ethernet Services.ppt	Steve Marinetto
XO-FCC00000467	XO-FCC00000468	5	Ethernet-Hub_Service Overview.pdf	Steve Marinetto

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XO-FCC00000469	XO-FCC00000470	5	Service Overview_Ethernet-Services.pdf	Steve Marinetto
XO-FCC00000471	XO-FCC00000471	5	XO Standard Interval Guidelines1.pdf	Steve Marinetto
XO-FCC00000472	XO-FCC00000474	5	Feature Overview_Managed-Services.pdf	Steve Marinetto
XO-FCC00000475	XO-FCC00000476	5	XO-Managed-Services-Service-Overview.pdf	Steve Marinetto
XO-FCC00000477	XO-FCC00000478	5	Battle Card Managed Services v3 1-14-15.pptx	Steve Marinetto
XO-FCC00000479	XO-FCC00000479	5, 7	Battlecard_competitive_analysis_Managed Router v2.xlsx	Steve Marinetto
XO-FCC00000480	XO-FCC00000480	5	Engaging the Manged Services Team.pdf	Steve Marinetto
XO-FCC00000481	XO-FCC00000482	5	Managed Router Quote Scenario.pdf	Steve Marinetto
XO-FCC00000483	XO-FCC00000497	5	Managed Services Pitch Deck 1-14-15 final.pptx	Steve Marinetto
XO-FCC00000498	XO-FCC00000499	5	Managed Services Sales Process.pdf	Steve Marinetto
XO-FCC00000500	XO-FCC00000500	5	Qualifying_questions.pptx	Steve Marinetto
XO-FCC00000501	XO-FCC00000502	5	Service Overview_Private-Line-Service.pdf	Steve Marinetto
XO-FCC00000503	XO-FCC00000504	5	Service Overview_Ethernet-VPLS.PDF	Steve Marinetto
XO-FCC00000505	XO-FCC00000507	5	Service Overview_VPLS.PDF	Steve Marinetto
XO-FCC00000508	XO-FCC00000512	5	Amazon Web Services and Direct Connect XO Pitch Deck 8-14 v1 1.pptx	Steve Marinetto
XO-FCC00000513	XO-FCC00000513	5, 7	Battlecard_XO Competitive Matrix.xlsx	Steve Marinetto
XO-FCC00000514	XO-FCC00000522	5	IP-VPN Management Options_4x3.pptx	Steve Marinetto
XO-FCC00000523	XO-FCC00000537	5	iWAN Pitch Deck 2-27-13.pptx	Steve Marinetto
XO-FCC00000538	XO-FCC00000551	5	Microsoft Azure Express Route Customer Deck 04-26-2016.pptx	Steve Marinetto
XO-FCC00000552	XO-FCC00000552	5	MPLS IP VPN Elevator Pitch.pdf	Steve Marinetto
XO-FCC00000553	XO-FCC00000561	5	Multicast Benefits for Sales and SEs_16x9 v1.1.pptx	Steve Marinetto

Begin Bates	End Bates	Request/s	Ori File Name	Custodian
XO-FCC00000562	XO-FCC00000567	5	Multicast Benefits_Customer_16x9 v1.1.pptx	Steve Marinetto
XO-FCC00000568	XO-FCC00000578	5	NEC Vision_Microsoft Azure Pitch Deck v1.2.pptx	Steve Marinetto
XO-FCC00000579	XO-FCC00000585	5	Premium Class of Service for Customers_16x9_R3.pptx	Steve Marinetto
XO-FCC00000586	XO-FCC00000605	5	XO Stats - Customer Presentation.pptx	Steve Marinetto
XO-FCC00000606	XO-FCC00000618	5	XO_MPLS_IPVPN_APM_no sales network demo (2).pptx	Steve Marinetto
XO-FCC00000619	XO-FCC00000653	5	Network Enabled Cloud 2015 Plan v1 0 12-10-14.pptx	Steve Marinetto
XO-FCC00000654	XO-FCC00000654	1	Product_GOV_Request_QuestionOne_July2016.xlsx	Eric Points
XO-FCC00000655	XO-FCC00000664	22	LocalNumberPortability_BusinessRules.pdf	Sal Molina
XO-FCC00000665	XO-FCC00000711	6	XO LRP 2016-2018 - Strategy and Competition.pdf	David Levit
XO-FCC00000712	XO-FCC00000712	22	XO accts FCC 6 29 2016.xlsx	Dawn Lawrence
XO-FCC00000713	XO-FCC00000753	6, 7	Project Vector_11-15-15_FINAL.PDF	General Custodians
XO-FCC00000754	XO-FCC00000788	5	XO Hosted Exchange Proposal Template.docx	Steve Marinetto
XO-FCC00000789	XO-FCC00000806	5	HEX2013 Launch Deck 1505.pptx	Steve Marinetto
XO-FCC00000807	XO-FCC00000808	5	Hosted Exchange 2013 FAQs.pdf	Steve Marinetto
XO-FCC00000809	XO-FCC00000810	5	TalkingPoints_pertargetaudience.doc	Steve Marinetto
XO-FCC00000811	XO-FCC00000811	5	XO Hosted Exchange Service Features and Pricing.xlsx	Steve Marinetto